

William H. Schwarzschild, III (VSB No. 15274)

W. Alexander Burnett (VSB No. 68000)

WILLIAMS MULLEN

Two James Center, 17th Floor

1021 East Cary Street

Post Office Box 1320

Richmond, Virginia 23218-1320

Tel: 804.783.6489

Fax: 804.783.6507

tschwarz@williamsmullen.com

aburnett@williamsmullen.com

Judy B. Calton (MI Bar #P38733)

Joseph R. Sgroi (MI Bar #P68666)

**HONIGMAN MILLER SCHWARTZ AND COHN
LLP**

2290 First National Building

Detroit, Michigan 48226

Tel: (313) 465-7344

Fax: (313) 465-7345

jcalton@honigman.com

jsgroi@honigman.com

Counsel for DIRECTV, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
)	Chapter 11
CIRCUIT CITY STORES, INC.,)	
et al.,)	Case No. 08-35653-KRH
)	
Debtors.)	Jointly Administered
_____)	

**LIMITED OBJECTION TO CONFIRMATION
OF DEBTORS' PLAN**

DIRECTV, Inc. ("DIRECTV") objects to confirmation of the plan of liquidation filed by the Debtors on August 24, 2009 [Docket No. 4614] and amended on September 22, 2009 [Docket No. 5030] (the "Plan"), to the extent the Plan may be interpreted to affect the rights asserted by DIRECTV in the Motion of DIRECTV, Inc. for Relief From the Automatic Stay to Effect Setoff and Memorandum of Points and Authorities in Support Thereof, filed February 11, 2009 [Docket No. 2082] (the "Motion"), including, without limitation, its setoff and recoupment rights. DIRECTV and the Debtors have substantially agreed upon a resolution of the issues raised in the Motion and certain related matters, the documentation of which is currently pending.

ACCORDINGLY, DIRECTV requests that the Court deny confirmation of the Plan unless language substantially similar to the following is added to the Plan: "Notwithstanding

anything in this Plan to the contrary, nothing in this Plan shall affect or impact the rights asserted by DIRECTV, Inc. (“DIRECTV”) in the Motion of DIRECTV, Inc. for Relief From the Automatic Stay to Effect Setoff and Memorandum of Points and Authorities in Support Thereof [Docket No. 2082], including, without limitation, any of DIRECTV’s rights of setoff or recoupment.”

DIRECTV, INC.

By: */s/ W. Alexander Burnett*

William H. Schwarzschild, III (VSB No. 15274)
W. Alexander Burnett (VSB No. 68000)
WILLIAMS MULLEN
James Center Two
1021 East Cary Street
Richmond, VA 23219
Tel: (804) 783-6489
Fax: (804) 783-6507

and

HONIGMAN MILLER SCHWARTZ AND
COHN LLP
Judy B. Calton (MI Bar #P38733)
Joseph R. Sgroi (MI Bar #P68666)
2290 First National Building
Detroit, MI 48226
Tel: (313) 465-7344
Fax: (313) 465-7345

Counsel for DIRECTV, Inc.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true copy of the foregoing Limited Objection to Confirmation of Debtors' Plan filed by DIRECTV, Inc. was served this 16th day of November, 2009, on all necessary parties electronically by ECF, was sent by electronic mail to circuitcityservice@mcguirewoods.com and project.circuitcity@skadden.com, and was sent by first class mail, postage prepaid, to the entities at the addresses indicated below:

Douglas M. Foley, Esq.
McGuireWoods LLP
9000 World Trade Center, 101 W. Main St.
Norfolk, VA 23510

Dion W. Hayes, Esq.
McGuireWoods LLP
One James Center, 901 E. Cary St.
Richmond, VA 23219

Gregg Galardi, Esq.
Ian S. Fredericks, Esq.
Skadden Arps, Slate Meagher & Flom LLP
One Rodney Square
Box 636
Wilmington, Delaware 19899

Chris L. Dickerson, Esq.
Skadden Arps, Slate Meagher & Flom LLP
333 West Wacker Drive
Chicago, IL 60606

Counsel for the Debtors

Robert B. Van Arsdale, Esq.
Office of the U. S. Trustee
701 East Broad Street, Suite 4304
Richmond, VA 23219

Office of the U.S. Trustee for the Eastern District of Virginia, Richmond Division

Jeffrey N. Pomerantz, Esq.
Pachulski Stang Ziehl & Jones LLP
10100 Santa Monica Boulevard, 11th Floor
Los Angeles, CA 90067

Robert J. Feinstein
Pachulski Stang Ziehl & Jones LLP
780 Third Ave., 36th Floor
New York, NY 10017

Counsel for the Creditor's Committee

Lynn L. Tavenner, Esq.
Paula S. Beran, Esq.
Tavenner & Beran, PLC
20 North Eighth Street, Second Floor
Richmond, VA 23219

Counsel for the Official Committee of Unsecured Creditors

David S. Berman, Esq.
Reimer & Braunstein, LLP
Three Center Plaza, 6th Floor
Boston, MA 02108

Counsel to Prepetition Lenders/Counsel to Postpetition Lenders

DIRECTV, INC.

/s/ W. Alexander Burnett

By: _____
W. Alexander Burnett

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